

HIBBETT SPORTS INC
Form 4
March 19, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRYOR CATHY E

(Last) (First) (Middle)
451 INDUSTRIAL LANE
(Street)

BIRMINGHAM, AL 35211

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HIBBETT SPORTS INC [HIBB]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP of Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$.01 per share (1) (4)	03/10/2010		A		2,266	A	\$ 0 41,856
Common Stock, par value \$.01 per share	03/18/2010		M		16,876	A	\$ 15.11 41,856
Common Stock, par value \$.01	03/18/2010		S		16,876	D	\$ 26.0022 24,980

per share

Common
Stock, par
value \$.01
per share

03/18/2010

F 713 D \$ 26.46 24,267 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option, right to buy	\$ 15.11	03/18/2010		M	16,876	03/18/2008 03/18/2013	Common Stock	16,876	
Restricted Stock Unit <u>(2)</u>	\$ 0	03/10/2010		A	9,700	<u>(2)</u> <u>(3)</u>	Common Stock	9,700	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRYOR CATHY E 451 INDUSTRIAL LANE BIRMINGHAM, AL 35211			VP of Operations	

Signatures

/s/ Cathy E. Pryor 03/19/2010

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Two year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/18/08; Performance certified achieved by Compensation Committee on 3/10/2010.
- (2) Performance-based RSU award under Amended 2005 Equity Incentive Plan. Five year cliff vesting from date of grant upon achievement of performance criteria. Grant date 3/17/09; Performance certified achieved by Compensation Committee on 3/10/2010.
- (3) These shares will not expire; cliff vest at 100% on the fifth anniversary of the date of grant of 3/17/2009.
- (4) Restricted Stock Unit awarded converts to common stock upon release.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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